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UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, ROBERT V. LaPENTA, AND PRICEWATERHOUSECOOPERS, LLP, Defendants.	CASE NO.: 07-CV-2245-BTM **INDIVIDUAL DEFENDANTS' NOTICE OF MOTION AND MOTION TO DISMISS PLAINTIFFS' CONSOLIDATED CLASS ACTION COMPLAINT** Date: November 21, 2008 Time: 11:00 a.m. Dept: 15 Before: Hon. Barry Moskowitz
KENT CARMICHAEL, Individually and On Behalf of All Others Similarly Situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, ROBERT V. LaPENTA, AND PRICEWATERHOUSECOOPERS, LLP, Defendants.	CASE NO.: 08-CV-0128-BTM

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE that on November 21, 2008, at 11:00 a.m., or as soon thereafter as the matter may be heard, before the Honorable Barry Moskowitz in Courtroom 15 of this Court, located at 940 Front Street, San Diego, California, 92101, defendants S. Douglas Hutcheson, Amin I. Khalifa, Grant A. Burton, Michael B. Targoff, John D. Harkey, Jr. and Robert V. LaPenta (collectively, the "Individual Defendants") will, and hereby do, move for an order dismissing Plaintiffs' Consolidated Class Action Complaint (the "Complaint"). This Motion to Dismiss is brought pursuant to Federal Rules of Civil Procedure 9(b) and 12(b)(6) and the Private Securities Litigation Reform Act of 1995 (the "Reform Act"), 15 U.S.C. § 78u-4, *et seq.*, on the grounds that Plaintiff has not properly pled a claim upon which relief can be granted.

The Individual Defendants' Motion to Dismiss is based upon this Notice of Motion and Motion; the accompanying Memorandum of Points and Authorities; the Request for Judicial Notice; the Declaration of Diane M. Walters in support of the Motion to Dismiss and the exhibits thereto; the pleadings and records on file with the Court herein; and on such further oral or documentary evidence the Court deems appropriate.

The Individual Defendants also join in the Motion to Dismiss filed by defendant Leap Wireless International, Inc. ("Leap" or the "Company") and the accompanying papers filed by the Company in support of its Motion to Dismiss.

Dated: August 28, 2008

Respectfully submitted,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

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Attorneys for Defendants
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